

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD  
ALBERT H. GREENE  
CARL C. DAVIS\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE  
MILTON C. GRACE\*  
GEORGE JOHN KETO\*\*  
RICHARD N. BAGENSTOS

\* NOT A MEMBER OF D.C. BAR  
\*\* ALSO A MEMBER OF OHIO BAR

LAW OFFICES  
ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-INTERSTATE COMMERCE COMMISSION

August 22, 1983

3-234A031

14117-A  
\$10  
OF COUNSEL  
JESS LARSON  
JOHN L. INGOLDSBY  
URBAN A. LESTER

MAILING ADDRESS  
"ALVORD"

TELEPHONE  
AREA CODE 202  
933-2288

TELETYPE  
440367 A AND A  
440348 CDAA UI

REGISTRATION BR.  
C.O.

RECEIVED  
1 22 PM '83

Ms. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
Washington, D.C.

No.  
Date AUG 22 1983

Fee \$ 10.00

ICC Washington, D.C.

Dear Ms. Mergenovich:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303 and the Rules for the Recordation of Documents (as revised) are the original and three counterparts of an Acknowledgment of Foreclosure dated August 4, 1983 executed by Refco Rail Equipment, Inc., a "secondary document" as that term is defined in 49 C.F.R. §1177.1(b).

The enclosed document relates to a Bill of Sale dated May 4, 1983 between Girard Bank, as Agent, Seller, and Citicorp Leasing, Inc., Buyer, which was duly filed and recorded at 3:45 p.m. on August 3, 1983 and assigned Recordation Number 14117.

A general description of the railroad equipment covered by the enclosed document is set forth on Schedule A attached hereto and made a part hereof.

The name and address of the party executing the enclosed document is:

Refco Rail Equipment, Inc.  
Suite 999  
225 West Adams Street  
Chicago, Illinois 60606

Kindly return the stamped copies of the enclosed document not needed for your files to the undersigned.

Also enclosed is a check in the amount of \$10 covering the required recordation fee.

Very truly yours,

*Charles T. Kappler*  
Charles T. Kappler

*Charles T. Kappler*

# *Schedule A*

## SCHEDULE TO BILL OF SALE

The Equipment consists of 90 Railcars identified below together with all accessories, equipment, parts, and appurtenances pertaining or attached to any of the Railcars, all substitutions, renewals, replacements of and additions, improvements, accessions and accumulations to any of the Railcars, and all proceeds, including insurance proceeds of any of the foregoing.

### DESCRIPTION:

Ninety (90) 100-ton open-top hopper cars, NW Class H-12, construction by Shenandoah-Virginia Corporation, delivery 1979.

### RAILCAR ROAD NUMBERS:

UMP 6215, 6216, 6218, 6220, 6225, 6231, 6232, 6234, 6238, 6242, 6243, 6245, 6247, 6248, 6250, 6258, 6261, 6268, 6283, 6284, 6286, 6288, 6289, 6290, 6292, 6201, 6202, 6205, 6208, 6209, 6211, 6212, 6213, 6214, 6221, 6222, 6223, 6229, 6230, 6237, 6249, 6252, 6255, 6256, 6257, 6260, 6263, 6267, 6273, 6274, 6275, 6276, 6278, 6279, 6293, 6294, 6168, 6175, 6184, 6197, 6236, 6253, 6270, 6282, 6297, 6240, 6241, 6244, 6246, 6254, 6259, 6264, 6265, 6266, 6269, 6271, 6280, 6281; TWRY 6083, 6087, 6099, 6103, 6111, 6114, 6119, 6174; BDMX 171, 175; UMP 6022, 6193

**Interstate Commerce Commission**  
Washington, D.C. 20423

8/22/83

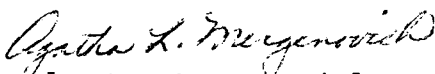
**OFFICE OF THE SECRETARY**

Charles T. Kappler  
Alvord & Alvord  
918 16th St. N.W.  
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/22/83 at 1:40pm , and assigned re-recording number(s). 14117-A

Sincerely yours,

  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

ACKNOWLEDGMENT OF FORECLOSURE

(210 Open Top Hopper Cars)

RECORDATION NO. 14120-A  
Filed 1025

AUG 22 1983 - 1 42 PM  
INTERSTATE COMMERCE COMMISSION

Refco Rail Equipment, Inc., a Delaware corporation ("Refco") hereby acknowledges to the Girard Bank as agent for The Avco Corporation Retirement Income Trust, The Paul Revere Protective Life Insurance Company, The Paul Revere Variable Annuity Insurance Company, and The Paul Revere Life Insurance Company (the "Avco Creditors") that Girard Bank as agent for the Avco Creditors and Citicorp Leasing, Inc. has obtained on behalf of the Avco Creditors pursuant to foreclosure sale held on May 4, 1983, all of Refco's right, title and interest in and to the railroad cars and related interests and rights described on the Schedule attached hereto (the "Equipment"). Refco specifically acknowledges (i) the validity of said foreclosure sale, (ii) the right of Girard Bank as agent to obtain title to the Equipment pursuant to said foreclosure sale, (iii) the right of Girard Bank as agent to the use, disposition, and proceeds of the Equipment, and (iv) that Refco has no interest in the Equipment or its proceeds.

THIS ACKNOWLEDGMENT IS WITHOUT WARRANTIES OR REPRESENTATIONS OF ANY KIND OR NATURE, EXPRESS OR IMPLIED, CONCERNING THE EQUIPMENT, ITS TITLE, ITS CONDITION, ITS FITNESS FOR A PARTICULAR PURPOSE, ITS MERCHANTABILITY OR WITH RESPECT TO PATENT INFRINGEMENT OR THE LIKE. GIRARD BANK AS AGENT TAKES THE EQUIPMENT "AS IS, WHERE IS" AND WITHOUT RECOURSE OF ANY KIND TO REFCO FOR EXPENSES OF FORECLOSURE. REFCO SHALL, IN NO EVENT, BE LIABLE TO GIRARD BANK AS AGENT FOR ANY INDIRECT, SPECIAL OR CONSEQUENTIAL DAMAGES CAUSED, DIRECTLY OR INDIRECTLY, BY THE EQUIPMENT OR ANY INADEQUACY THEREOF FOR ANY PURPOSE, OR ANY DEFICIENCY OR DEFECT THEREIN, OR THE USE OR MAINTENANCE THEREOF, OR ANY REPAIRS, SERVICING OR ADJUSTMENTS THERETO.

Refco, for itself and its successors and assigns, further covenants and agrees to do, execute and deliver, or to cause to be done, executed and delivered, all such further acts, transfers and assurances, for the better assuring, conveying and confirming unto Girard Bank as agent and its successors and assigns, all and singular, the rights and interests of Refco in the Equipment, as Girard Bank as agent and its successors and assigns shall request.

This Acknowledgment shall inure to the benefit of Girard Bank, as agent for the Avco Creditors and its successors and assigns, and shall be binding upon Refco and its successors, assigns and transferees.

IN WITNESS WHEREOF, Refco has caused this Acknowledgment  
to be executed on this 14th day of August, 1983.

REFCO RAIL EQUIPMENT, INC.

By: W. A. Cox

Its: President

ATTEST:

Its: Seeg

[SEAL]

STATE OF ILLINOIS     )  
                              ) SS.  
COUNTY OF COOK        )

On this 4th day of August, 1983,  
before me personally appeared W.F. Bell, to  
me personally known, who being by me duly sworn, says that  
he is the President of Refco Rail Equipment,  
Inc., a Delaware corporation, that the seal affixed to the  
foregoing instrument is the corporate seal of said corporation,  
that said instrument was signed and sealed on behalf of said  
corporation by authority of its Board of Directors, and he  
acknowledged that the execution of the foregoing instrument  
was the free act and deed of said corporation.

[SEAL]

My commission expires: \_\_\_\_\_

Robert E. Mulcahy  
Notary Public

COMMISSION EXPIRES  
JULY 28, 1986

SCHEDULE TO ACKNOWLEDGMENT

(Refco Rail Equipment, Inc.)

The Equipment consists of two hundred ten (210) open top hopper cars identified below (the "Railcars") together with all accessories, equipment, parts, and appurtenances pertaining or attached to any of the Railcars, all substitutions, renewals, replacements of and additions, improvements, accessions and accumulations to any of the Railcars, and all proceeds, including insurance proceeds of any of the foregoing.

DESCRIPTION:

100-ton open top hopper cars, NW Class H-12, manufactured by Shenandoah - Virginia Corporation, delivered in 1979.

ORIGINAL LESSEE ROAD NUMBERS:

The Railcars were originally included within UMP 6000-UMP 6303.

MOST RECENT LESSEE ROAD NUMBERS:

UMP 6002, 6007, 6021, 6032, 6035, 6044, 6046, 6048, 6049, 6052, 6053, 6054, 6058, 6062, 6064, 6065, 6067, 6070, 6071, 6077, 6078, 6079, 6085, 6086, 6090, 6091, 6097, 6098, 6102, 6115, 6117, 6121, 6122, 6124, 6125, 6127, 6128, 6134, 6136, 6137, 6138, 6141, 6148, 6156, 6163, 6172, 6177, 6179, 6186, 6187, 6192, 6196, 6200, 6206, 6210, 6004, 6005, 6008, 6010, 6012, 6014, 6015, 6016, 6023, 6027, 6028, 6029, 6030, 6031, 6037, 6038, 6108, 6109, 6110, 6112, 6113, 6116, 6118, 6129, 6131, 6132, 6133, 6135, 6139, 6140, 6143, 6144, 6039, 6042, 6047, 6051, 6055, 6056, 6061, 6066, 6074, 6075, 6081, 6082, 6084, 6092, 6093, 6095, 6096, 6106, 6145, 6146, 6151, 6153, 6154, 6157, 6160, 6164, 6166, 6167, 6169, 6170, 6171, 6181, 6185, 6191, 6198, 6199, 6301, 6303, 6298, 6299, 6300, 6006, 6013, 6020, 6182, 6295, 6296, 6000, 6001, 6003, 6025, 6026, 6028, 6033, 6034, 6036, 6041, 6045, 6072, 6088, 6101, 6142, 6147, 6149, 6158, 6011, 6019, 6024, 6057, 6063, 6076, 6080, 6100, 6104, 6105, 6107, 6120, 6123, 6126, 6130, 6150, 6155, 6161, 6162, 6165, 6173, 6180, 6189,

6190, 6195, 6207, 6224, 6226, 6227, 6233; TWRY 6009, 6017, 6018,  
6043, 6059, 6060, 6068, 6069, 6073, 6183, 6194, 6217, 6219, 6239,  
6277, 6285, 6287, 6291, 6302; BDMX 170, 172, 173, 174, 176;  
UMP 6235, 6251, 6262, 6089.



RECORDATION NO. 14117 A  
Filed 1128  
**ACKNOWLEDGMENT OF FORECLOSURE**

(90 Open Top Hopper Cars)

AUG 22 1983 - 1 42 PM

INTERSTATE COMMERCE COMMISSION

REFCO RAIL EQUIPMENT, INC., a

Delaware corporation ("Refco") hereby acknowledges to Citicorp Leasing, Inc., a Delaware corporation ("Citicorp") that Girard Bank as agent for Citicorp and other secured railcar lenders has obtained on behalf of Citicorp pursuant to foreclosure sale held on May 4, 1983, all of Refco's right, title and interest in and to the railroad cars and related interests and rights described on the Schedule attached hereto (the "Equipment"). Refco specifically acknowledges (i) the validity of said foreclosure sale, (ii) the right of Citicorp to obtain title to the Equipment from the Girard Bank as secured party-seller at said foreclosure sale, (iii) the right of Citicorp to the use, disposition, and proceeds of the Equipment, and (iv) that it has no interest in the Equipment or its proceeds.

THIS ACKNOWLEDGMENT IS WITHOUT WARRANTIES OR REPRESENTATIONS OF ANY KIND OR NATURE, EXPRESS OR IMPLIED, CONCERNING THE EQUIPMENT, ITS TITLE, ITS CONDITION, ITS FITNESS FOR A PARTICULAR PURPOSE, ITS MERCHANTABILITY OR WITH RESPECT TO PATENT INFRINGEMENT OR THE LIKE. CITICORP TAKES THE EQUIPMENT "AS IS, WHERE IS" AND WITHOUT RECOURSE OF ANY KIND TO REFCO FOR EXPENSES OF FORECLOSURE. REFCO SHALL, IN NO EVENT, BE LIABLE TO CITICORP FOR ANY INDIRECT, SPECIAL OR CONSEQUENTIAL DAMAGES CAUSED, DIRECTLY OR INDIRECTLY, BY THE EQUIPMENT OR ANY INADEQUACY THEREOF FOR ANY PURPOSE, OR ANY DEFICIENCY OR DEFECT THEREIN, OR THE USE OR MAINTENANCE THEREOF, OR ANY REPAIRS, SERVICING OR ADJUSTMENTS THERETO.

Refco, for itself and its successors and assigns, further covenants and agrees to do, execute and deliver, or to cause to be done, executed and delivered, all such further acts, transfers and assurances, for the better assuring, conveying and confirming unto Citicorp and its successors and assigns, all and singular, the rights and interests of Refco in the Equipment, as Citicorp and its successors and assigns shall request.

This Acknowledgment shall inure to the benefit of Citicorp and its successors and assigns, and shall be binding upon Refco and its successors, assigns and transferees.

IN WITNESS WHEREOF, Refco has caused this Acknowledgment  
to be executed on this 4th day of August, 1983.

REFCO RAIL EQUIPMENT, INC.

By: M. J. Cox  
Its: President

ATTEST:

[Signature]  
Its: Secy

[SEAL]

STATE OF ILLINOIS     )  
                              ) SS.  
COUNTY OF COOK        )

On this 4<sup>th</sup> day of August, 1983,  
before me personally appeared W.F.M., to  
me personally known, who being by me duly sworn, says that  
he is the President of Refco Rail Equipment, Inc.,  
a Delaware corporation, that the seal affixed to the  
foregoing instrument is the corporate seal of said corporation,  
that said instrument was signed and sealed on behalf of said  
corporation by authority of its Board of Directors, and he  
acknowledged that the execution of the foregoing instrument  
was the free act and deed of said corporation.

[SEAL]

My commission expires: \_\_\_\_\_

Lawrence J. Mulrany  
Notary Public

COMMISSION EXPIRES  
JULY 28, 1986

SCHEDULE TO ACKNOWLEDGMENT  
(Refco Rail Equipment, Inc.)

The Equipment consists of ninety (90) open top hopper cars identified below (the "Railcars") together with all accessories, equipment, parts, and appurtenances pertaining or attached to any of the Railcars, all substitutions, renewals, replacements of and additions, improvements, accessions and accumulations to any of the Railcars, and all proceeds, including insurance proceeds of any of the foregoing.

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